



THE UNITED STATES  
CORPORATION  
COMPANY

# M 28984

ACCOUNT NO. : 072100000032

REFERENCE : 281950 4369500

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : March 5, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 281950-010

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant  
Mcdermott, Will & Emery  
201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

DOMESTIC AMENDMENT FILING

NAME: VICTOR WHITMAN, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

*None change  
Amendment  
3/5/97 JZ*

FILED  
97 MAR -5 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR -5 PM 11:35

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VICTOR WHITMAN, M.D., P.A.

FILED  
97 MAR -5 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VICTOR WHITMAN, M.D., P.A. (the "Corporation"), through the action of the undersigned, as the sole director and the sole shareholder of the Corporation, hereby amends its Articles of Incorporation, pursuant to the provisions of Section 621.13(4) of the Professional Service Corporation and Limited Liability Company Act, for the purpose of converting the Corporation into a Florida Business Corporation, under the Florida Statutes. The Corporation hereby changes its business purposes from exclusively rendering professional services to engaging in any lawful purpose.

1. The Corporation hereby duly adopts the following amendments to its Articles of Incorporation:

- a. Article I shall be replaced in its entirety with the following:

"ARTICLE I

NAME

The name of the corporation shall be:

VICTOR WHITMAN, M.D., INC."

- b. Article II shall be replaced in its entirety with the following:

"ARTICLE II

NATURE OF BUSINESS

The Corporation is established under and pursuant to the laws of the State of Florida, and more particularly Chapter 607, the Florida Business Corporation Act. The Corporation, through its officers, directors and employees, shall be authorized to engage in any lawful purpose."

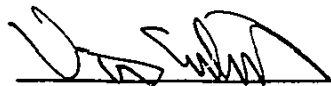
- c. The following provision shall be added to Article III:

"The stockholders of the Corporation are hereby permitted to transfer their stock to any persons or entities, regardless of whether such persons or entities are physicians."

2. All of the provisions of the Articles of Incorporation not amended herein are hereby ratified, confirmed and shall remain unchanged.

3. The foregoing amendments were adopted by the undersigned, as the sole director and the sole shareholder of the Corporation, effective as of February 28, 1997.

IN WITNESS WHEREOF, the undersigned, President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on the 28th day of February, 1997.



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Victor Whitman, M.D., President